

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
R & R Operating Partnership, L.P.		09/18/2006	LIMITED PARTNERSHIP: PENNSYLVANIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Cherrydale Manufacturing, L.L.C.
<b>Street Address:</b>	1035 Mill Road
<b>City:</b>	Allentown
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	18106
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Registration Number:	2014633	ALMOND KISSES
Registration Number:	0690644	AMERICANA
Registration Number:	0669032	BARTON'S
Registration Number:	1844601	BARTONETTES
Registration Number:	1937678	BARTONS BONBONNIERE
Registration Number:	2923935	BARTONS DESSERT CLASSICS
Registration Number:	2971944	BARTONS GEM CLASSICS
Registration Number:	2921299	BARTONS TOPPERS
Registration Number:	2195935	BONBONNIERE
Registration Number:	2952677	DESSERT CLASSICS
Registration Number:	2921300	GEM CLASSICS
Registration Number:	2357106	HADDINGTON FARMS CONFECTIONS
Registration Number:	0625961	LOLLYCONES

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Registration Number:	2971212	NEW YORKER
Registration Number:	2544502	ROCKING CHAIR CONFECTIONS
Registration Number:	1478882	SWIRLS
Serial Number:	78749046	MONSTER BITES
Serial Number:	76548589	PECANDIES
Serial Number:	78929785	PAWS

**CORRESPONDENCE DATA**

Fax Number: (973)624-7070  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Email: rsmith@mccarter.com  
Correspondent Name: Robert W. Smith, Esq.  
Address Line 1: Four Gateway Center,  
Address Line 2: 100 Mulberry Street  
Address Line 4: Newark, NEW JERSEY 07102-4056

ATTORNEY DOCKET NUMBER:	113978/1(RWS-0406)
NAME OF SUBMITTER:	Robert W. Smith
Signature:	/robertwsmith/
Date:	09/22/2006

Total Attachments: 3  
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ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 18<sup>th</sup> day of September, 2006, by and between R & R Operating Partnership, L.P., a limited partnership duly organized and existing under the laws of the State of Pennsylvania, with offices at 1035 Mill Road, Allentown, Pennsylvania 18106 ("Assignor") and Cherrydale Manufacturing, L.L.C., a Delaware limited liability company with offices at 1035 Mill Road, Allentown, PA 18106 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and United States trademark registrations and trademark registration applications listed and/or described on Appendix A attached hereto and made a part hereof (the "Marks"), and all common law rights to the Marks and all of the goodwill associated with the Marks; and

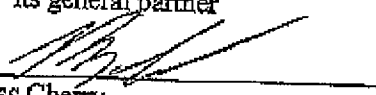
NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest, including common law rights, in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

ASSIGNOR

R & R OPERATING PARTNERSHIP, L.P.

By: R & R Operating Corp.,  
a Pennsylvania corporation,  
its general partner

By:   
Ross Cherry  
Co-President

APPENDIX A

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Registered Marks

MARK	REGISTRATION. NO.	REGISTRATION DATE
ALMOND KISSES	2,014,633	11/12/96
AMERICANA	690,644	12/29/59
BARTON'S (Stylized)	669,032	10/28/58
BARTONETTES	1,844,601	7/12/94
BARTONS BONBONNIERE	1,937,678	11/28/95
BARTONS DESSERT CLASSICS	2,923,935	2/1/05
BARTONS GEM CLASSICS	2,971,944	7/19/05
BARTONS TOPPERS	2,921,299	1/25/05
BONBONNIERE	2,195,935	10/13/98
DESSERT CLASSICS	2,952,677	5/17/05
GEM CLASSICS	2,921,300	1/25/05
HADDINGTON FARMS CONFECTIONS	2,357,106	6/13/2000
LOLLYCONES (Stylized)	625,961	4/24/56
NEW YORKER	2,971,212	7/19/05
ROCKING CHAIR CONFECTIONS	2,544,502	3/5/02
SWIRLS	1,478,882	3/1/88

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**Trademark Applications**

<b>MARK</b>	<b>APPLICATION NO.</b>	<b>FILING DATE</b>
MONSTER BITES	78/749,046	11/8/05
PECANDIES	76/548,589	5/17/05
PAWS	78/929,785	7/20/06

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